

# Southern Pacific Transportation Company

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January 5, 1989

(415) 541-1754

RECORDATION NO. 7301-F FILE 3988

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INTERSTATE COMMERCE COMMISSION

VIA DHL

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: Conditional Sale Agreement dated as of  
September 1, 1973, among Southern Pacific  
Transportation Company, Metropolitan Life  
Insurance Company, as Assignee, and  
General Motors Corporation

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Declaration of Full Payment, dated as of December 28, 1988, between Southern Pacific Transportation Company and Metropolitan Life Insurance Company, amending the above-entitled Conditional Sale Agreement and Assignment dated as of September 1, 1973, together with this Company's voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Ms. Noretta R. McGee  
Page Two  
January 5, 1989

Conditional Sale Agreement dated as of September 1, 1973, between General Motors Corporation (Electro-Motive Division) and Southern Pacific Transportation Company, recorded on January 17, 1974, at 2:25 PM, assigned Recordation No. 7301;

Amendment Agreement dated as of May 1, 1976, recorded on June 8, 1976, at 2:55 PM, assigned Recordation No. 7301-A;

First Supplemental Agreement dated as of June 1, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 7301-B;

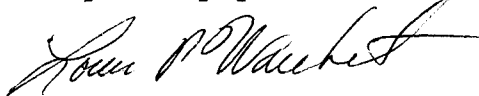
Assignment and Transfer of Certain Road Equipment dated as of June 1, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 7301-C;

Second Supplemental Agreement dated as of January 15, 1988, recorded on February 22, 1988, at 3:00 PM, assigned Recordation No. 7301-D; and

Assignment and Transfer of Certain Road Equipment dated as of January 15, 1988, recorded on February 22, 1988, at 3:00 PM, assigned Recordation No. 7301-E.

When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return the remainder of the same to the undersigned.

Very truly yours,



Louis P. Warchot

Enclosures

cc: Mr. E. L. Johnson  
(Attn: Mr. C. D. Tyler)

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CONDITIONAL SALE AGREEMENT

Between

GENERAL MOTORS CORPORATION  
(Electro-Motive Division)

And

SOUTHERN PACIFIC TRANSPORTATION COMPANY

*Recordation No.*

*7301-F*

RECORDATION NO. *7301-F* FROM 1987

JAN 01 1989 11 19 AM

INTERSTATE COMMERCE COMMISSION

Dated as of

September 1, 1973

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DECLARATION OF FULL PAYMENT

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Conditional Sale Agreement Between  
General Motors Corporation  
(Electro-Motive Division)  
and Southern Pacific Transportation Company  
dated as of September 1, 1973

REGISTRATION NO. \_\_\_\_\_ FILED 1989

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INTERSTATE COMMERCE COMMISSION

DECLARATION OF FULL PAYMENT

METROPOLITAN LIFE INSURANCE COMPANY, a corporation organized and existing under and by virtue of the laws of the State of New York, does hereby certify that certain Conditional Sale Agreement dated as of September 1, 1973, by and between General Motors Corporation (Electro-Motive Division) and Southern Pacific Transportation Company, covering the construction, sale and delivery to said Southern Pacific Transportation Company of the 17 locomotives therein described, as supplemented by First Supplemental Agreement dated as of June 1, 1987, substituting 1 locomotive for a certain locomotive considered unsuitable for use; and as supplemented by Second Supplemental Agreement dated as of January 15, 1988, substituting 1 locomotive for a certain locomotive considered unsuitable for use; said Conditional Sale Agreement being by General Motors Corporation (Electro-Motive Division) assigned to Metropolitan Life Insurance Company by Agreement and Assignment dated as of September 1, 1973, has been fully satisfied, paid and discharged.

Metropolitan Life Insurance Company does hereby acknowledge and declare that the purchase money for the equipment

covered by said Conditional Sale Agreement and said First and Second Supplemental Agreements has been paid in full; that all of the terms and conditions of said Conditional Sale Agreement have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Conditional Sale Agreement; that all of the indebtedness under said Conditional Sale Agreement, and the interest thereon, has been satisfied; and that the said Conditional Sale Agreement has terminated.

Metropolitan Life Insurance Company does hereby consent that the record of its title to all the equipment covered by said Conditional Sale Agreement be cancelled and discharged and that this Declaration may be filed or recorded or noted on the margin of the record of said Conditional Sale Agreement wherever the same may have been filed or recorded.

IN WITNESS WHEREOF, Metropolitan Life Insurance Company has caused this instrument to be executed in several counterparts by its proper officers thereunto duly authorized and its corporate seal to be hereto affixed this 28 day of December, 1988.

METROPOLITAN LIFE INSURANCE COMPANY

By

Richard G. Clarke

Attest:

Richard G. Clarke  
Associate General Counsel

V. Maguire Assistant Secretary

STATE OF NEW YORK )  
 ) ss.  
CITY AND COUNTY OF NEW YORK )

On this 28<sup>th</sup> day of December, 1988, before me personally appeared Richard G. Clarke, to me personally known, who being by me duly sworn, says that he is a Associate General Counsel of Metropolitan Life Insurance Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Daniel N. Wilson  
Notary Public

**DANIEL N. WILSON**  
Notary Public, State of New York  
No. **24-4920235**  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires June 6, 1990